

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____)	
In re)	Chapter 11
)	
DELPHI CORPORATION, <i>et al.</i>)	No. 05-44481
)	
Debtors.)	(Jointly Administered)
_____)	

**ORDER APPROVING STIPULATION FOR SUBSTITUTION
OF COUNSEL FOR CLARION CORPORATION OF AMERICA**

Upon review of the Stipulation for Substitution of Counsel for Clarion Corporation of America (“Clarion”) executed by Barnes & Thornburg LLP (“Barnes & Thornburg”) and Pillsbury Winthrop Shaw Pittman LLP (“Pillsbury”), and this Court being otherwise fully advised in the premises;

IT IS HEREBY ORDERED that the law firm of Barnes & Thornburg is substituted as counsel for Clarion in the place of Pillsbury.

Dated: April __, 2006

The Honorable Robert D. Drain
United States Bankruptcy Judge